

RECORDING REQUESTED BY

AND WHEN RECORDED MAIL TO

BOOK

76 PAGE 774

STATE MS. DESOTO CO.

MAR 17 3 52 PM '98

BK 76 PG 774
W.E. DAVIS CH. CLK.

RECORDERS USE ONLY

POWER OF ATTORNEY SPECIAL

BY THIS POWER OF ATTORNEY:

KAREN L BENNETT
(Name of person giving this Power of Attorney)

hereby appoints BILL OR MARY PAYNE

my true and lawful Attorney in Fact for me and in my name, place and stead to ask, demand, sue for, recover, collect and receive all such sums of money, debts, dues, accounts, legacies, bequests, interests, dividends, annuities, and demands whatsoever as are now or shall hereafter become due, owing, payable, or belonging to the undersigned; and have, use, and take all lawful ways and means in the name of the undersigned or otherwise, for the recovery thereof, by legal process, and to compromise and agree for the same, and grant acquittances or other sufficient discharges for the same, for the undersigned, and in the name of the undersigned to make, seal, and deliver the same; to compromise any and deliver the same; to compromise any and all debts owing by the undersigned, and to convey, transfer, and/or assign any property of any kind or character belonging to the undersigned in satisfaction of any debt owing by us or either of us; to bargain, contract, agree for, purchase, receive, and take lands, tenements, hereditaments, and accept the seizen and possession of all lands, and all deeds, and other assurances in the law therefor; and to lease, let, demise, bargain, sell, remise, release, convey, mortgage, convey in trust, and hypothecate lands, tenements, and hereditaments, upon such terms and conditions, and under such covenants as said attorney shall think fit; to exchange real or personal property for other real or personal property, and to execute and deliver the necessary instruments of transfer or conveyance to consummate such exchange; to execute and deliver subordination agreements subordinating any lien, encumbrance or other right in real or personal property to any other lien, encumbrance, or other right therein; also to bargain and agree for, buy, sell, mortgage, hypothecate, convey in trust or otherwise, and in any and every way and manner deal in and with goods, wares and merchandise, choses in action, and other property in possession or in action, including authority to utilize for V A Guaranty; also to transfer, assign, and deliver stock and the certificate or certificates evidencing the ownership of the same; and to make, do, and transact all and every kind of business of what nature and kind soever; and, also, for the undersigned and in the name and as the act and deed of the undersigned, to sign, seal, execute, deliver, and acknowledge such deeds, covenants, leases, indentures, agreements, mortgages, deeds of trust, hypothecations, assignments, bottomries, charter parties, bills of lading, bills, bonds, notes, receipts, evidences of debts, releases, and satisfactions of mortgage, judgment and other debts, and such other instruments in writing, of whatever kind of nature, as may be reasonable, advisable, necessary, or proper in the premises. Each and all of the powers herein granted shall be exercised by said Attorney as to the following described property only:

SEE ATTACHMENT FOR LEGAL DESCRIPTION.

Indexing Instructions: Southwest Quarter of Section 22, Township 2 South, Range 8 West, DeSoto County, Mississippi.

Dated 2-6-98

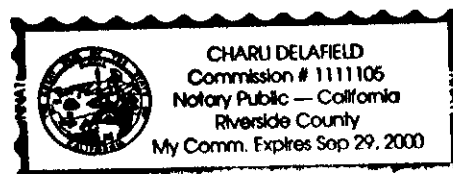
STATE OF CALIFORNIA
COUNTY OF Riverside } S.S.

On Feb 6, 1998 before me,
Charli Delafield, personally
appeared Karen L. Bennett

~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature Charli Delafield



(This area for official notarial seal)

ATTACHMENT

LEGAL DESCRIPTION

Lot 8 of the Ritchey Tract in Part of the Southwest and Southeast Quarters of the Southwest Quarter of Section 22, Township 2 South, Range 8 West, DeSoto County, Mississippi, and being more particularly described as follows, to-wit:

Beginning at a point in the centerline of Nesbit Road, said point being 1698.65 feet east of the southwest corner of Section 22, Township 2 South, Range 8 West and being the southeast corner of Lot 7 of said tract; thence north 0 degrees 33 minutes east 955.82 feet along the east line of said Lot 7 to a point in the north line of the Ritchey tract; thence south 89 degrees 31 minutes east 240.0 feet along said north line to a point; thence south 0 degrees 33 minutes west 955.68 feet to a point in the centerline of Nesbit Road; thence north 89 degrees 33 minutes west 240.0 feet to the point of beginning and containing 5.27 acres more or less and including the right of way for Nesbit Road. All bearings are magnetic.